3 Steps to long-term value (as of April 2013)
This presentation contains certain forward-looking statements within the meaning of the US federal securities laws. Especially all of the following statements:

> Projections of revenues, income, earnings per share, capital expenditures, dividends, capital structure or other financial items;
> Statements of plans or objectives for future operations or of future competitive position;
> Expectations of future economic performance; and
> Statements of assumptions underlying several of the foregoing types of statements

are forward-looking statements. Also words such as “anticipate”, “believe”, “estimate”, “intend”, “may”, “will”, “expect”, “plan”, “project” “should” and similar expressions are intended to identify forward-looking statements. The forward-looking statements reflect the judgement of RWE’s management based on factors currently known to it. No assurances can be given that these forward-looking statements will prove accurate and correct, or that anticipated, projected future results will be achieved. All forward-looking statements are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Such risks and uncertainties include, but are not limited to, changes in general economic and social environment, business, political and legal conditions, fluctuating currency exchange rates and interest rates, price and sales risks associated with a market environment in the throes of deregulation and subject to intense competition, changes in the price and availability of raw materials, risks associated with energy trading (e.g. risks of loss in the case of unexpected, extreme market price fluctuations and credit risks resulting in the event that trading partners do not meet their contractual obligations), actions by competitors, application of new or changed accounting standards or other government agency regulations, changes in, or the failure to comply with, laws or regulations, particularly those affecting the environment and water quality (e.g. introduction of a price regulation system for the use of power grid, creating a regulation agency for electricity and gas or introduction of trading in greenhouse gas emissions), changing governmental policies and regulatory actions with respect to the acquisition, disposal, depreciation and amortisation of assets and facilities, operation and construction of plant facilities, production disruption or interruption due to accidents or other unforeseen events, delays in the construction of facilities, the inability to obtain or to obtain on acceptable terms necessary regulatory approvals regarding future transactions, the inability to integrate successfully new companies within the RWE Group to realise synergies from such integration and finally potential liability for remedial actions under existing or future environmental regulations and potential liability resulting from pending or future litigation. Any forward-looking statement speaks only as of the date on which it is made. RWE neither intends to nor assumes any obligation to update these forward-looking statements. For additional information regarding risks, investors are referred to RWE’s latest annual report and to other most recent reports filed with Frankfurt Stock Exchange and to all additional information published on RWE’s Internet Web site.
RWE – an attractive value proposition

Attractive portfolio

> Leading market position and regionally focused strategy
> Pure utility play – exit of upstream activities
> Balanced asset portfolio
> Highly cost-efficient and modernised power plant portfolio by 2013/14
> CO₂ neutral position
> Successful structural changes to long-term gas supply contracts

Stable financials

> Progress in strengthening balance sheet
> Streamlined and disciplined investment approach
> Cash flows from operating activities to cover investments and dividends by 2015
> Further efficiency enhancements and operational excellence

Outlook for 2013 confirmed:
EBITDA c. €9 bn; operating result c. €5.9 bn; recurrent net income c. €2.4 bn
Milestones of 2012

- Financial performance in line with upgraded guidance from November 2012: EBITDA +10%, operating result +10%, recurrent net income in line with 2011
- Disposal of assets for a combined value of €2.1 bn
- Successful renegotiation of all but one long-term oil-indexed gas supply contracts
- Successful conclusion of 2012 efficiency enhancement programme; first results from new €1 bn programme
- Outlook for 2013 confirmed
Generation earnings are coming under severe pressure

Operating result in € bn

- 6.4
- 3.3
- 3.1

2012

Conventional generation
- Lower outright power prices
- Full auctioning of CO₂ certificates
- Pressure on spreads and load factors

Other businesses
- Expanding renewables
- Growing upstream business
- Stable to slightly growing distribution & retail earnings
- Normalisation of earnings profile for Trading/Gas Midstream division
Strategic cornerstones remain, but targets adjusted to changing market conditions

<table>
<thead>
<tr>
<th>Sustainable</th>
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</thead>
<tbody>
<tr>
<td>&gt; Streamlined investments in renewables</td>
</tr>
<tr>
<td>&gt; Development of innovative products for energy market transformation (e.g. distributed energy solutions)</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Robust</th>
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<tbody>
<tr>
<td>&gt; Focus on cost efficiency, especially in conventional power generation</td>
</tr>
<tr>
<td>&gt; Increase financial flexibility and maintain excellent access to capital markets</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>International</th>
</tr>
</thead>
<tbody>
<tr>
<td>&gt; Maintain leading positions in core markets in Northwest and CE and SE Europe</td>
</tr>
<tr>
<td>&gt; Integrate businesses and support functions to enhance cross-border efficiencies</td>
</tr>
</tbody>
</table>
Implementation of strategy based on 3 steps to create long-term value

- Strategic repositioning
- Selective capex
- Sweat the assets
Portfolio considerations

**Disposals**
- Sale of NET4GAS; closing envisaged for H2 2013
- Further disposals will be opportunistic with focus on portfolio optimisation and value enhancement

**Focused growth**
- Value enhancing growth over volume expansion, especially in renewables
- Concentration on asset-light projects with attractive return and short payback periods

**RWE Dea**
- Review concluded limited rationale to own upstream business
- Evaluation of options and potential exit route currently underway
Excellent access to debt capital market is key

Current market environment allows us a higher gearing temporarily
Aspiration to bring down leverage factor to 3.0x medium term unchanged
Focus on additional efficiency enhancements and lower capex
Short-term changes in discount rates for long-term provisions will not drive deleveraging strategy
Positive cash balance provides ability to drive down debt

Cash flows from operating activities to cover investments and dividends by 2015

Further reductions in capex levels
Additional efficiency enhancements post 2014 initiated
Pay-out ratio of 50% – 60% of recurrent net income

- Capex in property, plant & equipment and financial assets (according to cash flow statement)
- Dividends (incl. minority payments; year of payment)
- Cash flows from operating activities
Financial discipline and flexibility at forefront in new investment plan

Selective capex

- Approx. €13 bn capex programme for 2013 – 2015
- Completion of conventional power generation programme in 2013/14
- Committed capex (including day-to-day, approx.)
  - 2013: c. 95%
  - 2014: c. 85%
  - 2015: c. 75%
- Sustainable long-term capex level of €3 – €4 bn p.a. of which day-to-day capex c. €2 to €2.5 bn p.a.

Further growth projects have to be financed debt-neutral, for example by the disposal of other assets or partnering solutions.
Moderate and disciplined growth in German and CEE/SEE downstream markets

**Selective capex**

Energy services capex (€ million)

<table>
<thead>
<tr>
<th>Year</th>
<th>2011</th>
<th>2012</th>
<th>2013+</th>
</tr>
</thead>
<tbody>
<tr>
<td>Value</td>
<td>40</td>
<td>60</td>
<td></td>
</tr>
</tbody>
</table>

Investments of up to €100 million per annum in

- **Contracting solutions** (at IRR of ~8%) (heating, cooling, cogeneration, compressed air)
- **Consulting services** (energy controlling, thermography)
- **Special products** (virtual power plant etc.)

**Germany (examples)**

**CEE/SEE (examples)**

Build on current downstream market positions and expand in new markets, regions, and commodities

- Continue to build electricity downstream position from currently 2% to ~5% – 7% in 2015
- Seek electricity customers beyond region of Warsaw and enter gas supply market
- Target further increase of market share and value of customer portfolio
- Establish electricity retail position with focus on B2B segment
Deteriorating conventional power generation

Profitability of RWE's conventional generation portfolio

- **OR** ≥ 0: c. > 60% – 70%
  - Current market situation leads to severe earnings pressure despite significant efficiency improvements
  - At current market conditions, approx. 1/3 of our power plants show a negative contribution to operating result and between 20% and 30% is free cash flow negative
  - Old gas fired power plants are under most pressure but even some new state of the art gas plants are cash flow negative
  - Older hard coal plants are under pressure mid-term due to lack of flexibility

- **OR**^2 ≥ WACC: c. > 50% – 60%

- **FCF**^2 ≥ 0: c. > 70% – 80%

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1 Rough profitability analysis for 2013 to 2015 in % of installed capacity of RWE's conventional generation portfolio (economic stake) in Germany, UK and NL (average c. 44 GW) based on market parameters as of January 2013.

2 OR = operating result; WACC = weighted average cost of capital pre tax; FCF = Free cash flow = Revenue – Cash costs
Sweat the assets

Measures to mitigate market pressure on conventional power generation

Focus on cash to improve the situation of the generation business.

More “cash in” by improving …
- gross margin from better asset optimisation
- commercial availability

Less “cash out” by reducing …
- opex
- capex
- working capital

- International fleet dispatch management
- Improve gross margin, in particular through further optimisation and close cooperation between technical and commercial units

- Reduce overhead costs by less interfaces and adjusted internal resources
- Reduce O&M cost and leverage maintenance synergies across national portfolios
- Cost reduction in sourcing
- Seasonal and permanent mothballing/closure of units
€1 bn efficiency enhancement programme: All measures identified and implementation on track

- €1 bn programme backed bottom-up by operational measures
- Several hundred individual measures across the whole RWE Group
- €200 million achieved earlier than planned in 2012
- Programme includes c. €300 million from workforce reduction by 2014
- Fully accretive to operating result (i.e. post cost inflation and one-off cost of programme)
Efficiency enhancements by divisions

- **Supply/Distribution Networks Germany**
  - Reduction of overhead functions in the grid and sales business
  - Development of new products
  - Optimising grid operations, including make or buy decisions

- **Conventional Power Generation**
  - Reduce O&M costs
  - Adjust portfolio to new market environment
  - Increase flexibility of power fleet
  - Improve asset optimisation (make or buy)

- **UK**
  - Reduction of domestic operating cost base among others through harmonised customer care and billing platform

- **Trading/Gas Midstream**
  - Focus on optimisation of locations, IT and support functions

- **Holding and cross divisional effects**
  - ~0.2

- **Other Divisions**
  - ~0.1

- **Trading/Gas Midstream**
  - ~0.1

- **UK**
  - ~0.1

- **Supply/Distribution Networks Germany**
  - ~0.3
Outlook for 2013

<table>
<thead>
<tr>
<th>In € million</th>
</tr>
</thead>
<tbody>
<tr>
<td>EBITDA</td>
</tr>
<tr>
<td>Operating result</td>
</tr>
<tr>
<td>Recurrent net income</td>
</tr>
</tbody>
</table>

In 2012

- EBITDA: In the order of 9,000
- Operating result: In the order of 5,900
- Recurrent net income: In the order of 2,400

2013e¹

- EBITDA: In the order of 9,000
- Operating result: In the order of 5,900
- Recurrent net income: In the order of 2,400

Dividend: €2.00/share

Pay out ratio of 50% – 60% of recurrent net income

¹ The outlook is after assumed disposals. In 2013 we expect mainly the disposal of NET4GAS. For NET4GAS we expect full year 2013 earnings of c. €250 million of EBITDA, c. €190 million of operating result and c. €140 million of recurrent net income.
Back-up Charts
## Divisional outlook for the operating result

<table>
<thead>
<tr>
<th>€ million</th>
<th>2012(^1)</th>
<th>2013 forecast versus 2012(^2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conventional Power Generation</td>
<td>3,268</td>
<td>Significantly below last year</td>
</tr>
<tr>
<td>Supply/Distribution Networks Germany</td>
<td>1,578</td>
<td>In the order of last year’s level</td>
</tr>
<tr>
<td>Supply Netherlands/Belgium</td>
<td>190</td>
<td>In the order of last year’s level</td>
</tr>
<tr>
<td>Supply United Kingdom</td>
<td>288</td>
<td>Above last year</td>
</tr>
<tr>
<td>Central Eastern and South Eastern Europe</td>
<td>1,052</td>
<td>Significantly below last year</td>
</tr>
<tr>
<td>Renewables</td>
<td>183</td>
<td>Above last year</td>
</tr>
<tr>
<td>Upstream Gas &amp; Oil</td>
<td>685</td>
<td>In the order of last year’s level</td>
</tr>
<tr>
<td>Trading/Gas Midstream</td>
<td>-598</td>
<td>Significantly above last year</td>
</tr>
</tbody>
</table>

\(^1\) Partly pro forma figures for 2012 due to reorganisation of divisions.

\(^2\) The outlook is after assumed disposals. In 2013 we expect mainly the disposal of NET4GAS. For NET4GAS we expect full year 2013 earnings of c. €250 million of EBITDA, c. €190 million of operating result and c. €140 million of recurrent net income.
Operating result outlook for fiscal year 2013 …

### … by major value drivers

<table>
<thead>
<tr>
<th>Major Value Drivers</th>
<th>FY 2012/2013e</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Efficiency programme</strong></td>
<td>c. €550 million envisaged for 2013</td>
</tr>
<tr>
<td><strong>Higher depreciation</strong></td>
<td>Increase in the order of €0.2 bn in 2013</td>
</tr>
<tr>
<td><strong>Full auctioning of CO₂-certificates</strong></td>
<td>Additional burdens of c. €1.2 bn; In FY 2012 still c. 121 million certificates allocated free of charge</td>
</tr>
<tr>
<td><strong>Electricity generation margins (D;NL;UK); volumes, prices and spreads</strong></td>
<td>Closure of 1.8 GW old lignite plants, less generation capacity ‘in the money’, rolling off of hedges; additional charges in UK (CO₂ floor) and NL (coal tax)</td>
</tr>
<tr>
<td><strong>Grid margins (D; CEE/SEE)</strong></td>
<td>Slightly positive trend for grid margins</td>
</tr>
<tr>
<td><strong>Sales margins (D;NL;UK; CEE/SEE)</strong></td>
<td>Positive trend for sales margins</td>
</tr>
<tr>
<td><strong>Trading/Gas Midstream</strong></td>
<td>Mainly improved gas-midstream-business assuming finalising outstanding gas supply contract review with Gazprom</td>
</tr>
<tr>
<td><strong>Dilution from disposals</strong></td>
<td>c. 0.2 bn for Berlin waterworks, KEVAG and NET4GAS</td>
</tr>
</tbody>
</table>

**FY 2012** | **€6.4 bn**

**FY 2013e** | **In the order of €5.9 bn**
Development of net debt influenced by increase in provisions due to low interest environment

€ billion

- Capex
- Dividends
- Acquisitions/divestiture/disposals/(de)consolidation
- Cash flows from operating activities
- Others including f/x effects
- Change in pension, nuclear, mining provisions
- Hybrid

Net debt 31 Dec 2011: 29.9

Net debt 31 Dec 2012: 33.0

Changes:
- Net debt increased from €29.9 billion to €33.0 billion.
- The increase is due to changes in provisions.
- The chart shows the detailed components of the change.
RWE’s forward hedging of conventional electricity production (German, Dutch and UK portfolio, excl. RWE Innogy)

- **Outright (GER nuclear and lignite based power generation)**
- **Spread (GER, UK and NL/B hard coal and gas based power generation)**
CDS Cal 2012–14 Base load (€/MWh) (assumed thermal efficiency: 36%)  
Average CDS Cal 2012 – 14  
CSS Cal 2012 – 14 Peak load (€/MWh) (assumed thermal efficiency: 49%)  
Average CSS Cal 2012 – 14

Source: RWE Supply & Trading, prices until 28 February 2013.
NL: Clean Dark (CDS) and Spark Spreads (CSS)

2012 forward

2013 forward

2014 forward

CDS Cal 2012 – 14 Base load (€/MWh)

(assumed thermal efficiency: 37%)

Average CDS Cal 2012 – 14

CSS Cal 2012 – 14 Base load (€/MWh)

(assumed thermal efficiency: 49%)

Average CSS Cal 2012 – 14

1 CDS: Adjusted for coal tax.

Source: RWE Supply & Trading, prices until 28 February 2013.
UK: Clean Dark (CDS) and Spark Spreads (CSS)

CDS Cal 2012 – 14 Base load (€/MWh) (assumed thermal efficiency: 36%)
Average CDS Cal 2012 – 14

CSS Cal 2012 – 14 Base load (€/MWh) (assumed thermal efficiency: 49%)
Average CSS Cal 2012 – 14

1 Adjusted for UK carbon tax.

Source: RWE Supply & Trading, prices until 28 February 2013.
## Capital market debt maturities and sources of financing

### Capital market debt maturities

<table>
<thead>
<tr>
<th>Year</th>
<th>Maturities of debt issued</th>
<th>Hybrid (first call date)</th>
<th>Accumulated outstanding debt (incl. hybrid)</th>
</tr>
</thead>
<tbody>
<tr>
<td>2013</td>
<td>2.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2016</td>
<td>2.0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2019</td>
<td>1.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2022</td>
<td>1.0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2028</td>
<td>0.5</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2031</td>
<td>0.0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2034</td>
<td>0.0</td>
<td></td>
<td></td>
</tr>
<tr>
<td>2040</td>
<td>0.0</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Balanced profile with limited maturities up to end of 2014 (~€ 2.3 billion)

### Strong sources of financing

- **Fully committed syndicated loan**
  - (€ 4.0 bn up to Nov. 2017)
  - € 0.0 bn

- **Commercial paper**
  - (up to 1 year)
  - $ 1.2 bn ($ 5.0 bn)
  - € 1.0 bn (31 Mar 2013)

- **MTN programme**
  - (up to 30 years)
  - € 30 bn
  - € 15.1 bn (31 Mar 2013)

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1. RWE AG and RWE Finance B.V., as of 31 Mar 2013
2. Bonds outstanding under the MTN-programme, i.e. excluding hybrids. Including hybrids: € 18.8 bn
Capital market debt currency and interest exposure
(as of 31 Mar 2013)

1 Capital market debt = bonds of € 15.1 bn and hybrids of € 3.7 bn; split into currencies includes cross-currency swaps
2 Capital market debt plus other interest rate-related positions such as commercial paper and cash; including interest and cross-currency swaps
Our lignite based electricity generation is at full load

Average hourly utilisation of RWE’s 300 MW lignite blocks is at ~100%*

* Average hourly market driven utilisation of our 300 MW lignite blocks. To compare the different periods, the numbers were adjusted for non-market driven availability factors, i.e. planned or unplanned outages like maintenance stops.

- Fotovoltaic installations have reached a new record high in Germany (c. 30 GW as of July 2012)
- Lignite baseload electricity generation still at full load if technically available
- Mid-merit generation (hard coal and gas) mainly affected
- Lignite plants offer high flexibility: capacity reduction of approx. 40% within 1 hour possible
- At times of high feed-in of renewables, Germany tends to export electricity to neighbouring countries

**Average hourly market driven utilisation of our 300 MW lignite blocks. To compare the different periods, the numbers were adjusted for non-market driven availability factors, i.e. planned or unplanned outages like maintenance stops.**
Market scenario for the utilisation of power plants in Germany

> Long-term scenario for the development of renewable energies published by the BMU expects strong growth of renewables new build to c. 117 GW by the end of 2020

> RWE scenario assumes no further regulatory intervention into the market mechanism

> New build of renewables according to scenario will mainly impact (old) hard coal- and (old) gas-fired power plants

> New hard coal will also come under pressure after commissioning in 2014

> Utilisation of lignite-fired power plants remains high

Average utilisation of typical German power plants

RWE model: Average utilisation assuming normalised non-market driven availability factors, i.e. planned outages like maintenance stops for 2012-2020. Demand development and renewables new build according to BMU (Federal Ministry of Environment) “Leitstudie Szenario A” March 2012. Commodity price assumptions based on forwards as of August 2012 until 2015 escalated with 1.5% p.a. for fuel and 5% p.a. for CO₂ thereafter.
The fuel mix of European electricity generators 2012

RWE has one of the most balanced generation portfolios of European electricity generators (installed capacity)

Share in power plant capacity of own generation by fuel type.
Source: Annual reports 2011/2012, company presentations, RWE.
The fuel mix of European electricity generators 2012

RWE has one of the most balanced generation portfolios of European electricity generators (generation output)

Share in electricity generation of own generation by fuel type.
Source: Annual reports 2011/2012, company presentations, RWE.
By 2014 we will have renewed more than 25% of our electricity generation fleet.
RWE’s major investment projects

<table>
<thead>
<tr>
<th>RWE share</th>
<th>Capex (€ bn)</th>
<th>2013</th>
<th>2014</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
</tr>
</thead>
<tbody>
<tr>
<td>Conventional power plant new build programme (Capex at 100% share)</td>
<td></td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Hamm (Hard coal, 1,528 MW)</td>
<td>77%</td>
<td>2.4</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Eemshaven (Hard coal/biomass, 1,560 MW)</td>
<td>100%</td>
<td>2.9</td>
<td></td>
<td></td>
<td></td>
<td></td>
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<tr>
<td>Denizli (Gas, 775 MW)</td>
<td>70%</td>
<td>0.5</td>
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<tr>
<td>RWE Dea’s largest field developments (RWE’s share in capex)</td>
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</tr>
<tr>
<td>West Nile Delta (Egypt)</td>
<td>NA 40%</td>
<td>2.9</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Disouq (Egypt)</td>
<td>100% (Operator)</td>
<td>0.2</td>
<td></td>
<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Breagh Phase 1 (GB)</td>
<td>70% (Operator)</td>
<td>0.4</td>
<td></td>
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<td></td>
<td></td>
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<tr>
<td>Reggane (Algeria)</td>
<td>19.5%</td>
<td>0.4</td>
<td></td>
<td></td>
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<tr>
<td>Knarr (formerly “Jordbær”) (Norway)</td>
<td>10%</td>
<td>0.2</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>NC 193/195 (Libya)</td>
<td>100% (Operator)</td>
<td>0.5</td>
<td></td>
<td></td>
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<td></td>
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<tr>
<td>RWE Innogy major projects under construction (Capex at 100% share; UK offshore includes investment for grid connections)</td>
<td></td>
<td></td>
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<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Markinch (Biomass CHP, 46 MWe, 88 MWth)</td>
<td>100%</td>
<td>0.3</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gwynt y Môr (Wind offshore, 576 MW)</td>
<td>60%</td>
<td>2.5</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Nordsee Ost¹ (Wind offshore, 295 MW)</td>
<td>100%</td>
<td>1.1</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

¹ The construction schedule was revised several times in 2012 due to the delay in the offshore grid connection by TenneT. The first feed-in of electricity is now only expected by Mid 2014 and the commissioning of the wind farm is delayed at least until Q4 2014.
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- Calendar

- Annual and Interim Reports

- Investor and Analyst Conferences

- Facts & Figures - The Guide to RWE and the Utility Sector – as well as further fact books

- Consensus of analysts‘ estimates of RWE‘s key performance indicators

- RWE as seen by analysts (overview of latest analyst earnings estimates and ratings)

- RWE bonds as seen by analysts (overview of latest analyst ratings)